

Mangalam Industrial Finance Limited

Regd. Office. : 13, Brabourne Road, Mezzanine Floor,
Kolkata – 700 001, (West Bengal)

Phone: +91 33 2231 5686-5687 & Fax: +91 33 22315683

Website : www.miflindia.com; E-mail: mifl_1983@yahoo.co.in

CIN: L65993WB1983PLC035815

ANNEXURE TO THE NOTICE FOR THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 26TH DAY OF SEPTEMBER, 2015

Sr. No. :

Name & Registered Address
of Sole/First named Member :

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID :

No. of Equity Shares Held :

Dear Shareholder,

Subject : Process and manner for availing E-voting facility :

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on **52, Old Nimta Road, Near Railway Level Crossing-2, Belgharia, Kolkata-700 083, 24 Pgs(N) on Saturday, 26th September, 2015, at 2.00 P.M.** and at any adjournment thereof. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

The Electronic Voting Particulars are set out below:

EVEN (Electronic Voting Event Number)	User - ID	Password
102481	Folio No./ Client /DP ID No.	#

The E-voting facility will be available during the following voting period:

Remote e-Voting start on	Remote e-Voting end on
23 rd September, 2015 at 9:00 A.M. (IST)	25 th September 2015 at 5:00 P.M. (IST)

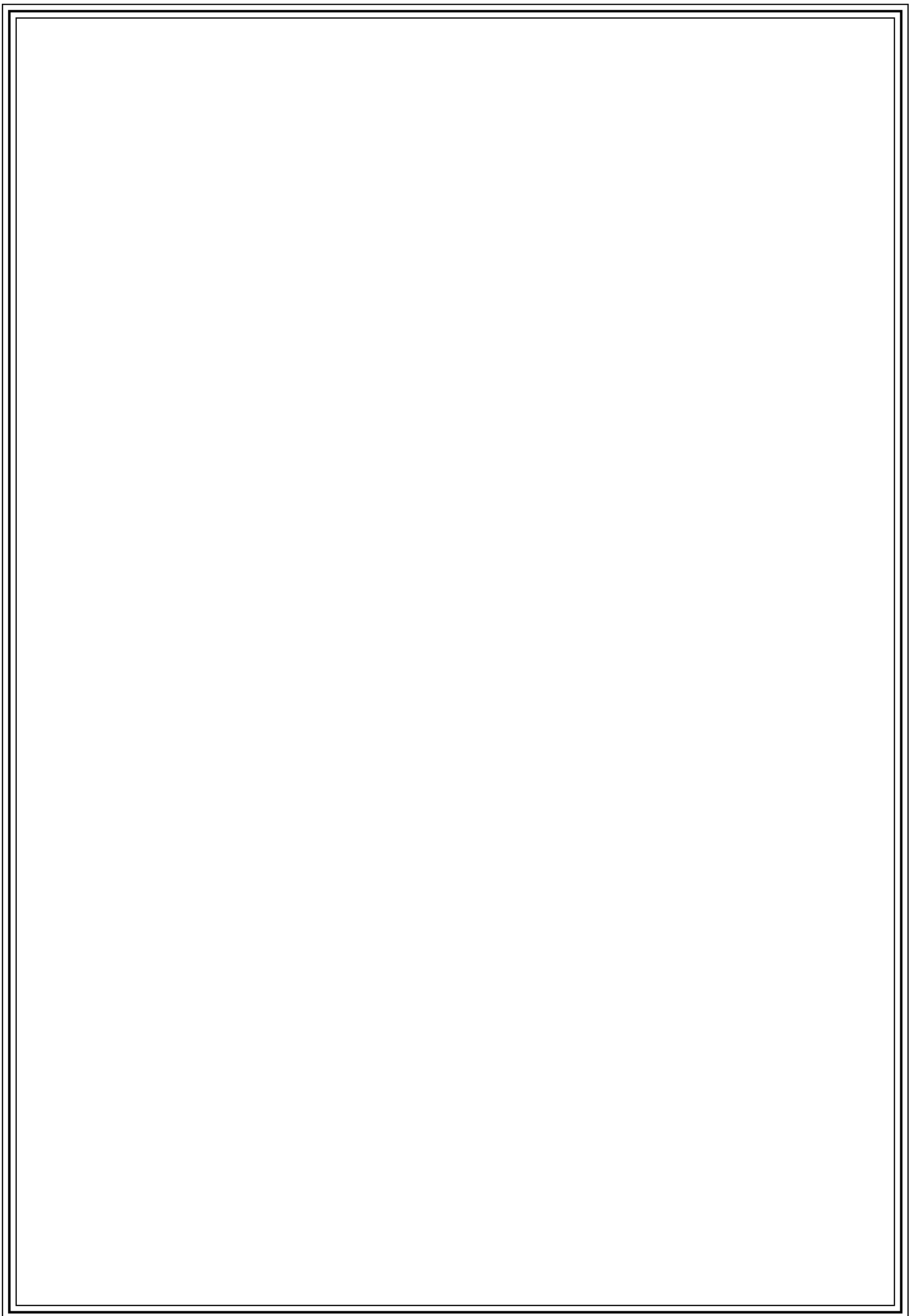
Please read the instructions mentioned in point **no.15** of the Notice before exercising your vote.

By Order of the Board
For Mangalam Industrial Finance Limited

Mr. Pradeep Kumar Daga
Managing Director
DIN: 00080515

Place : **Kolkata**
Date : **31.08. 2015**

Encl : AGM Notice / Attendance Slip / Proxy Form



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NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Annual General Meeting of the Members of M/s. Mangalam Industrial Finance Limited will be held at **52, Old Nimta Road, Near Railway Level Crossing-2, Belgharia, Kolkata-700083, 24 Pgs(N) on Saturday, 26th day of September, 2015, at 2.00 P.M.** to transact the following business:

ORDINARY BUSINESS :

1. To consider, approve and adopt the Audited Balance Sheet as at **March 31, 2015** and the Profit and Loss Account for the year ended **March 31, 2015** and the Report of the Board of Directors and Auditors thereon.
2. To Appoint a Director in place Mrs. Vinita Daga (DIN: 00080647), who retires by rotation at this Annual General Meeting, and being eligible, offers herself for re-appointment.
3. To Appoint Statutory Auditors and fix their remuneration and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT, pursuant to Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee of the Board, the retiring Statutory Auditor M/s. Maroti & Associates., Chartered Accountants, having firm registration No. 322770E allotted by The Institute of Chartered Accountants of India (ICAI) be and are hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting for term of consecutive two years till conclusion of the 2nd next Annual General Meeting after this Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and that the Board be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.”

SPECIAL BUSINESS :

4. To appoint **Mr. Pradeep Kuamr Daga (DIN 00080515)** as **Managing Director** of the Company and to consider and if thought fit to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval & consent of the Company be and is hereby accorded to the appointment of Mr. Pradeep Kumar Daga (DIN: 00080515) as the Managing Director (Key Managerial Personal) of the Company for a period of five years with effect from 1st day of February, 2015 upon the terms and conditions including remuneration as set out in the explanatory statement annexed to this Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with liberty to the Board of Directors (hereinafter referred to as **“the Board”** which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter, vary and finalize the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Pradeep Kumar Daga, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

RESOLVED FURTHER THAT that the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

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5. To appoint **Mr. Utpal Dey (DIN 06931935)** (who was appointed as Additional Director by the Board under section 161 of the Companies Act, 2013) as Non Executive Director eligible to retire by rotation and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 152 and 160 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Utpal Dey (DIN 06931935), who was appointed as an Additional Director by the Board of Director Under Section 161 of the Companies Act, 2013, only up to the date of this meeting and in respect of whom, the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the Office of Director, be and is hereby elected and appointed a Non-Executive Director of the Company liable to retire by rotation”.

Registered Office:
Subol Dutt Building
13, Brabourne Road,
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CIN : L65993WB1983PLC035815
Dated: 8th Day of August, 2015
Place : Kolkata

By Order of the Board of Directors
For Mangalam Industrial Finance Ltd.

Mr. Pradeep Kumar Daga
Managing Director
DIN: 00080515

Notes :

1. The explanatory statement, pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed hereto.
2. PROXY:
 - a) A Member entitled to attend and vote at this Annual General Meeting is entitled to appoint one or more proxy(ies) to attend and vote on a poll instead of himself and a proxy so appointed need not be a member of the company.
 - b) Proxy in order to be effective should be duly stamped, completed, signed and deposited or be received at the company's registered office and/or Corporate office not less than 48 hours before the commencement of the meeting i.e. by **2.00 P.M on 24th September, 2015.**
 - c) A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
 - d) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
 - e) The instrument appointing a proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, it shall be under its seal and be signed by an officer or an attorney duly authorized by it.

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- f) For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is a part of the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue. Members/proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting. Duplicate Attendance Slip and / or copies of the Annual Report shall not be issued/available at the venue of the Meeting.
- h) For easier identification Members attendance at the meeting, members are requested to bring their PAN card or Voter ID card along and the members who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos..
3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
 4. Member seeking any clarification on account of the company or requested to send their query in writing to the company at registered office addressing to Managing Director or through e-mail at info@miflindia.com. The query must reach to the company either by mail or e-mail at least Ten working days before the date of AGM (excluding the date of AGM).
 5. The Register of Members and Share Transfer Books of the Company will remain closed from **21st September, 2015 to 26th September, 2015 (both days inclusive)**
 6. The brief profile of the Directors proposed to be appointed / re-appointed, is given in the explanatory statement to the Notice and also in the section on Corporate Governance.
 7. Members are, therefore, requested to bring the copies of Annual Report. As a measure of economy, copies of the Annual Report will not be distributed at the Meeting.
 8. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository.
 9. Members are requested to send all their communications pertaining to shares & notify change in their address/mandate/bank details to The Registrar & Share Transfer Agent, **M/s. Niche Technologies Pvt. Ltd.** to facilitate better servicing.
 10. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to The Registrar & Share Transfer Agent, **M/s. Niche Technologies Pvt. Ltd.**, for their doing the needful.
 11. In furtherance of the Green Initiative the Company urges the Members to register their email address with the Company and/or its Registrar and Share Transfer Agent, M/s. M/s. Niche Technologies Pvt. Ltd., for receiving the Annual Report and Accounts, Notices etc. in electronic mode. In future all the Annual Report and Accounts, Notices and other communications etc. will be sent in electronic mode to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.
 12. In future electronic copy of the Notice of General Meetings of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form will be sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.
 13. Members are advised that it is mandatory to furnish copy of PAN Card both side signed as self attested in the following cases:
 - i) Transferees' PAN Cards for transfer of shares,
 - ii) Legal heirs' PAN Cards for transmission of shares,
 - iii) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder and
 - iv) Joint holders' PAN Cards for transposition of shares.

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14. Members may also note that the Notice of the Annual General Meeting and the Annual Report 2014-2015 will also be available on the Company's website www.miflindia.com for being downloaded. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id : info@miflindia.com
15. **Process and manner for members opting for E-voting.**
- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 23rd September, 2015 (9:00 am) and ends on 25th September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th, September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "MIFL remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select “EVEN” of “**Mangalam Industrial Finance Limited**”.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to pramod2677@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :**
- (i) Initial password is provided in the annexure or at the bottom of the Attendance Slip for the AGM :
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: **1800-222-990**.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **19th September, 2015**.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the **cut-off date i.e. 19th September, 2015** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or info@miflindia.com
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details / Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: **1800-222-990**.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. **Mr. Pramod Agarwal**, Company Secretary in whole time practice (C.P. Membership No. F-4193) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

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- XIV. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” or “Poling Paper” for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM. A consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.miflindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai and other exchanges where the share of the company are listed.

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CIN : L65993WB1983PLC035815
Dated: 8th Day of August, 2015
Place : Kolkata

By Order of the Board of Directors
For Mangalam Industrial Finance Ltd.

Mr. Pradeep Kumar Daga
Managing Director
DIN: 00080515

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

PURSUANT TO SECTION 102 OF THE COMPANIES Act, 2013 (“The ACT”), the following explanatory statements sets out all material facts relating to the business mentioned under items No. 4 & 5 of the accompanying notice dated 8th August, 2015.

To Resolution No. 4.

Your Director wish to place on record their kind appreciation of valuable guidance, support and advice rendered by Mrs. Vinita Daga, as managing Director of the Company. Mrs. Vinta Daga tendered her resignation from the post of Managing Director continue to be the member of the Board as Non-Executive Director liable to retire by rotation. Her resignation from the post of Managing Director was effective from **1st day of February, 2015.**

Further, keeping in view the legal requirements as per the provisions of the Companies Act, 2013 and in the interest of stakeholder. On recommendation of Nomination Committee held on 08.01.2015, The Board of Directors appointed Mr. Pradeep Kumar Daga as Managing Director for a period of five years with effect from 1st day of February, 2015 up to 31st day of January, 2020 subject to the approval of members at ensuing general meeting and also the terms and conditions of his appointment and remuneration. The Board at its meeting held on 6th April, 2015 revised the terms of payment as recommended by the Nomination Committee, subject to the approval of the Members. The main terms and conditions of appointment of Mr. Pradeep Kumar Daga (hereinafter referred to as “MD”) is given below:

A. Tenure of Appointment:

Mr. Pradeep Kumar Daga shall carry out such functions, exercise such powers of management and carry out such duties as the Managing Director of the Company. The appointment of the MD is for a period of 5 years with effect from 1st February, 2015 up to 31st January, 2020

B. Remuneration:

The MD shall be entitled to remuneration as stated hereunder in terms of Schedule V of the Companies Act, 2013:

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(i) Remuneration:

The remuneration payable to Mr. Pradeep Kumar Daga by way of salary, additional/adhoc salary, special allowance, perquisites and other allowances, performance salary/performance linked incentive shall be determined by the Board from time to time on the recommendation of the Nomination & Remuneration Committee but shall not exceed the maximum limits prescribed in Schedule V to the Companies Act, 2013 or any amendments made thereto from time to time. The remuneration payable to Mr. Pradeep Kumar Daga as determined by the Board of Directors of the Company, based on the recommendation of Nomination & Remuneration Committee, is as under:

- a) Salary, Dearness Allowance, additional/adhoc salary, special allowance, travelling allowances and any other allowances not exceeding Rs. 3,00,000/- p.a., Mr. Pradeep Kumar Daga shall receive remuneration from the Company with effect from 1st September, 2015. At present he was paid Rs. 20,000/- P.M.
- b) In addition to remuneration payable under (a) above, Mr. Pradeep Kumar Daga is entitled to perquisites including furnished/unfurnished accommodation, or house rent allowance in lieu thereof, utilities, gas, electricity, water, furnishings, medical reimbursement for self and family including dependents children's and parents, leave travel concession for self and family, reimbursement of personal accident insurance and medical insurance, Family Life Insurance and other benefits and amenities payable in accordance with the rules of the Company from time to time. The monetary value of the perquisites aforesaid not exceeding Rs. 1,50,000/- p.a.
- c) Performance salary/performance linked incentive or Bonus as may be determined by the Board from time to time, not exceeding Rs. 1,50,000/- p.a.
- d) Since, provident fund is not applicable to the company hence benefit under the Provident Fund and Pension Fund Scheme is not available.
- e) Gratuity will be paid at the end of the tenure and will be permitted in accordance with the rules of the Company. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- f) Mr. Pradeep Kumar Daga shall be entitled to encashment of leave at the end of the tenure (commencing w.e.f. 01.02.2015 up to 31.01.2020) and entitled to fully paid leave of 36 days during period of one completed year of service apart from 14 days of sick leave annually.
- g) In accordance with the rules of the Company Mr. Pradeep Kumar Daga shall be entitled to reimbursement of actual expenses incurred in the course of Company's business apart from above Company's contribution to gratuity and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites stated in B(i)(b), (e), (f) and (g) above to the extent these, singly or put together are not taxable under the Income-Tax Act, 1961.

(ii) Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the MD, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary, benefits, perquisites, allowances and incentive remuneration as specified above. The aggregate of the remuneration as aforesaid in any financial year shall not exceed the limit prescribed from time to time under Section 197 and under Section 198 and all other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or any statutory modifications or re-enactment thereof for the time being in force or otherwise as may be permissible by law.

In that event, the following perquisites shall, however, not be included in the computation of the ceiling on remuneration specified hereinabove:

- a. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service;
- b. Encashment of Leave at the end of the tenure.

C. Terms & Conditions

Apart from the aforesaid remuneration, he will be entitled to reimbursement of all expenses incurred in connection with the business of the Company. The appointee shall not be entitled to any sitting fees for Board / Committee meetings. The above remuneration will be payable as the minimum remuneration even in the case of loss or inadequacy of profits in any financial year during the term of her appointment and will be subjected to the provisions of Schedule V of the Companies Act, 2013 and the remuneration shall not exceeding Rs 50,000/- per month (including all above). The appointee shall not be entitled to any sitting fees for Board / Committee meetings.

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The terms and conditions of the said appointment and/or agreement are subject to the provisions of Section 197 and section 198 of the Companies Act, 2013 and may be altered and varied from time to time by the Board as it may in its discretion deem fit within the maximum amount of remuneration payable in accordance with the applicable rules and regulations.

D. Termination of Service:

The Service may be terminated by either party giving the other one months' notice subject to the applicability & compliance of relevant provisions of the Companies Act 2013 and Rules & Regulation made in its respect. **Mr. Pradeep Kumar Daga** shall perform such duties and exercise such powers as are entrusted to you by the Board. The above may be treated as an abstract of the terms between the Company and **Mr. Pradeep Kumar Daga** under Section 190 of the Companies Act, 2013.

The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the members and the Central Government, have approved payment of remuneration within maximum limits as minimum remuneration to Mr. Pradeep Kumar Daga in terms of The Agreement and Schedule V of the Companies Act, 2013.

In compliance with the provisions of Sections 196, 197, 198 and 203 and any other applicable provisions of the Companies Act, 2013, the Ordinary Resolution as set out in Item No. 4 of the accompanying Notice is placed before the members for their approval. A copy of the draft Agreement to be executed between the Company and Mr. Pradeep Kumar Daga will be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, up to and including the date of the Annual General Meeting.

Disclosure of Interest in the resolution

Mr. Pradeep Kumar Daga and Mrs. Vinita Daga may be deemed to be concerned or interested, in respect of appointment of Mr. Pradeep Kumar Daga as Managing Director. None of the other directors are interest in the resolution. Mr. Pradeep Kumar Daga hold 100 shares in the Company himself. The Board of Directors recommends the passing of the resolution set out in Item No. 4 of the accompanying Notice as a Ordinary Resolution. This Explanatory Statement may also be regarded as disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

To Resolution No. 5.

Mr. Utpal Dey (DIN : 06931935) who was appointed as Additional Director of the company on 8th July, 2015 under section 161 of the Companies Act, 2013 to hold office only up to the date of this Annual General Meeting. As required under Section 160 of the above Act, a notice has been received from a member signifying his intention to propose Mr. Utpal Dey as a candidate for the office of Director. Mr. Utpal Dey who possess expert knowledge in accounting and finance which will be beneficial to the Company. It is, therefore, in the Company's interest that it should continue to avail of his services as member on the Board. It is in the above circumstances that the resolution mentioned in this item of the notice is proposed to be passed and commended for your acceptance.

Except Mr. Utpal Dey being an appointee none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out in item no. 5 of the notice.

Registered Office:
Subol Dutt Building
13, Brabourne Road,
Mezzanine Floor,
Kolkata -700 001 (W.B)
CIN : L65993WB1983PLC035815
Dated: 8th Day of August, 2015
Place : Kolkata

By Order of the Board of Directors
For Mangalam Industrial Finance Ltd.

Mr. Pradeep Kumar Daga
Managing Director
DIN: 00080515

Mangalam Industrial Finance Limited

Regd. Office. : 13, Brabourne Road, Mezzanine Floor,
Kolkata – 700 001, (West Bengal)

Phone: +91 33 2231 5686-5687 & Fax: +91 33 22315683

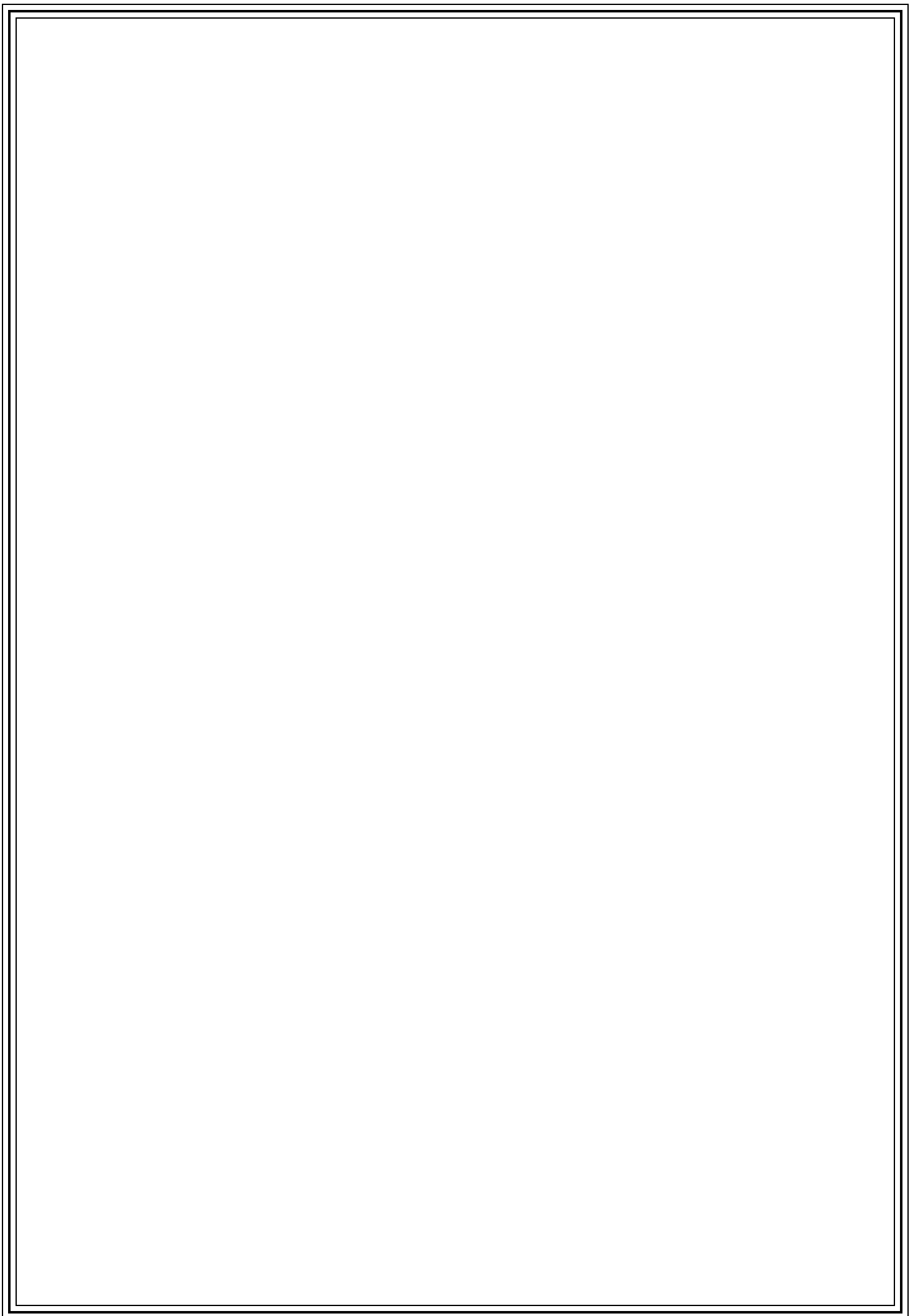
Website : www.miflindia.com; E-mail: mifl_1983@yahoo.co.in

CIN: L65993WB1983PLC035815

EXHIBIT TO NOTICE

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, following information is furnished in respect of Directors proposed to be appointed/reappointed..

Name of the Director	Mr. Pradeep Kumar Daga	Mrs. Vinita Daga	Mr. Utpal Dey		
Date of Birth	November 22, 1966	September 22, 1972	April 28, 1969		
Age	49 years	42 years	46 yrs		
Date of Appointment	February 04, 2012	October 01, 2014	August 23, 2015		
Qualifications and Nature of Expertise	Mr. Pradeep Kumar Daga doyen in security market with more than 25 years experience in the Capital & Financial Market and one of the most respected business personalities in India. He possesses vast expertise and knowledge in Accounts, Finance and Corporate Restructuring. He is a leader to care, to adopt strategic decision and to build a team for the interest of its stakeholder besides infusing the spirit of action and a result oriented work culture.	Mrs. Vinita Daga has more than a decade of experience in investment management. She is an independent thinker and a measured risk taker with a passion for equities. With her expertise in the varied faciet of busniess staregic planing she will be contributing significantly in the growth of the Company.	Mr. Utpal Dey was appointed as Additional Director of the company on 8th July, 2015. He possesses vast expertise and knowledge in Accounts, Finance with leadership quality and recognized for excellent people management. It is, therefore, in the Company's interest to avail of his services as member on the Board.		
Directorships held in other Indian public companies (other than Section 8 companies)	Daga International Ltd Cinerad Communications Ltd. Responce Capital Limited Responce Commodities Limited Responce Energy Limited Responce Investments Limited Responce Renewable Energy Ltd. Vegetable Products Ltd.	Daga International Ltd Cinerad Communications Ltd. Responce Capital Limited Responce Commodities Ltd. Responce Investments Ltd. Responce Renewable Energy Ltd. Vegetable Products Ltd.	Cinerad Communications Ltd.		
Memberships / Chairmanships of Committees in other company	Vegetable Products Ltd	Cinerad Communications Limited	Vegetable Products Ltd.	Cinerad Communicatons Limited	NIL
Chairman	Stakeholders Relationship Committee	--	--	--	
Member	Audit Committee	Audit & Stakeholders Relationship Committee	--	--	
Number of Equity Shares held in the Company	100		NIL		NIL



Mangalam Industrial Finance Limited

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Website : www.miflindia.com; E-mail: mifl_1983@yahoo.co.in

CIN: L65993WB1983PLC035815

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF AGM VENUE

Name and address of the registered member	:	
Folio No./DP ID No./ Client ID No.	:	
No. of Shares	:	

I hereby record my presence at the Annual General Meeting of the Company to be held at 52, Old Nimta Road, Near Railway Level Crossing-2, Belgharia, Kolkata-700083, 24 Pgs(N) on Saturday, 26th September, 2015, at 2.00 P.M.

Signature of the Member/Joint Member/Proxy attending the Meeting

Note: Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him/her. Duplicate Attendance Slip and Annual Report will not be issued at the Annual General Meeting.

Mangalam Industrial Finance Limited

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CIN: L65993WB1983PLC035815

Annual General Meeting on Saturday, 26th day of September, 2015 at 2.00 P.M.

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L65993WB1983PLC035815
Name of the Company	Mangalam Industrial Finance Limited
Registered Office	13, Brabourne Road, Mezzanine Floor, Kolkata – 700 001, (West Bengal)
Name of Member(s)	
Registered Address	
Email ID	
Folio No./ DP ID – Client ID	

I/We, being the Member(s) of and hold/holds _____ shares of above named Company, hereby appoint:

- (1) Name Address:.....
Email ID:Signature.....Or failing him/her
- (2) Name Address:.....
Email ID:Signature.....Or failing him/her
- (3) Name Address:.....
Email ID:Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Annual General Meeting** of the Company to be held at **52, Old Nimta Road, Near Railway Level Crossing-2, Belgharia, Kolkata-700083, 24 Pgs(N)** on **Saturday, 26th September, 2015**, at **2.00 P.M.** and at any adjournment thereof in respect of such resolutions:

Serial No.	RESOLUTIONS	Optional*	
		For	Against
1.	Ordinary Resolution To consider, approve and adopt the Audited Balance Sheet as at March 31, 2015 and the Profit and Loss Account for the year ended March 31, 2015 and the Report of the Board of Directors and Auditors thereon.		
2.	Ordinary Resolution for Re-appointment of Mrs. Vinita Daga (DIN : 00080647) who retire by rotation and being eligible, offers herself for re-appointment.		
3.	Ordinary Resolution to Re-appoint of M/s. Maroti & Associates, Chartered Accountants as Statutory Auditors for consecutive two years from the conclusion of its AGM till conclusion of the 2nd next Annual General Meeting after this Annual General Meeting and fixing their remuneration.		
4.	Ordinary Resolution to approve the appoint Mr. Pradeep Kumar Daga (DIN 00080515) as Managing Director of the Company.		
5.	Ordinary Resolution to appoint Mr. Utpal Dey (DIN 06931935) (who was appointed as an Additional Director by the Board of Directors Under Section 161 of the Companies Act, 2013) as Non Executive Director eligible to retire by rotation.		

Signed this.....day of..... 2015

Signature of Member(s):.....

Signature of Proxy holder(s):

Affix Revenue Stamp of Re. 1/-
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Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting i.e. by 2.00 p.m. on 24th September, 2015.
2. For the Resolutions, Statement setting out material facts thereon and notes, please refer to the Notice of the Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

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Website : www.miflindia.com; E-mail: mifl_1983@yahoo.co.in

CIN: L65993WB1983PLC035815

Form No. MGT-12 BALLOT / POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : Mangalam Industrial Finance Limited
Registered Office : 13, Brabourne Road, Mezzanine Floor, Kolkata - 700 001, (West Bengal)
CIN : L65993WB1983PLC035815

BALLOT PAPER

Sl. No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in Dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	Ordinary Resolution To consider, approve and adopt the Audited Balance Sheet as at March 31, 2015 and the Profit and Loss Account for the year ended March 31, 2015 and the Report of the Board of Directors and Auditors thereon.			
2.	Ordinary Resolution for Re-appointment of Mrs. Vinita Daga (DIN : 00080647) who retire by rotation and being eligible, offers herself for re-appointment.			
3.	Ordinary Resolution to Re-appoint of M/s. Maroti & Associates, Chartered Accountants as Statutory Auditors for consecutive two years from the conclusion of tis AGM till conclusion of the 2nd next Annual General Meeting after this Annual General Meeting and fixing their remuneration.			
4.	Ordinary Resolution to approve the appoint Mr. Pradeep Kumar Daga (DIN 00080515) as Managing Director of the Company.			
5.	Ordinary Resolution to appoint Mr. Utpal Dey (DIN 06931935) (who was appointed as an Additional Director by the Board of Directors Under Section 161 of the Companies Act, 2013) as Non Executive Director eligible to retire by rotation.			

Note :

Specify the total no of shares held by member in the Company in each respective column.

\$ Provide the number of share voting in favour of the resolution.

@ Provide the number of share to vote against the resolution.

© Any other mark will not be considered for voting & such vote shall treated as canceled or shall not be counted.

Place:

Date :

(Signature of the shareholder*)

(*as per Company records)

Intentionally Blank